

**MORRISON | FOERSTER**

1290 AVENUE OF THE AMERICAS  
NEW YORK, NY 10104-0050

TELEPHONE: 212.468.8000  
FACSIMILE: 212.468.7900

WWW.MOFO.COM

MORRISON & FOERSTER LLP

NEW YORK, SAN FRANCISCO,  
LOS ANGELES, PALO ALTO,  
SACRAMENTO, SAN DIEGO,  
DENVER, NORTHERN VIRGINIA,  
WASHINGTON, D.C.

TOKYO, LONDON, BRUSSELS,  
BEIJING, SHANGHAI, HONG KONG

August 30, 2013

Writer's Direct Contact

212.468.8043

CKerr@mofocom

**By Email**

The Honorable Martin Glenn  
United States Bankruptcy Judge  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green  
New York, New York 10004

Re: In re Residential Capital, LLC, et al., Chapter 11 Case No. 12-12020 (MG)

Dear Judge Glenn:

We are counsel to Residential Capital, LLC and its debtor affiliates in the above-captioned cases (the "Debtors").

In accordance with Your Honor's instructions at the hearing on August 19, 2013, the Debtors, Financial Guaranty Insurance Company ("FGIC"), the FGIC Trustees,<sup>1</sup> and the Institutional Investors<sup>2</sup> (collectively, the "Settlement Parties"), met and conferred with the Objecting Parties,<sup>3</sup> and hereby submit lists of the exhibits that were admitted into evidence at trial in connection with the *Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, the FGIC Trustees and Certain Individual Investors* [ECF No. 3929] (the "FGIC 9019 Motion").

---

<sup>1</sup> The "FGIC Trustees" include The Bank of New York Mellon, The Bank of New York Mellon Trust Company, N.A., Law Debenture Trust Company of New York, U.S. Bank National Association and Wells Fargo Bank, N.A., each solely in their respective capacities as trustees, indenture trustees or separate trustees for certain FGIC Insured Trusts.

<sup>2</sup> The "Institutional Investors" include certain members of the Steering Committee Consenting Claimants and the Talcott Franklin Consenting Claimants (each as defined in the Plan Support Agreement, approved by the Court on June 26, 2013, ECF No. 4098).

<sup>3</sup> The "Objecting Parties" are, collectively, Monarch Alternative Capital LP, Stonehill Capital Management LLC, Bayview Fund Management LLC, CQS ABS Master Fund Limited and CQS ABS Alpha Master Fund Limited, each of which is represented by Willkie Farr & Gallagher, LLP (the "Willkie Objecting Parties") and the Federal Home Loan Mortgage Corporation ("Freddie Mac") and, together with the Willkie Objecting Parties, the "Investor Objecting Parties", and the Ad Hoc Group of Junior Secured Noteholders (the "Ad Hoc Group").

**MORRISON | FOERSTER**

The Honorable Martin Glenn  
August 30, 2013  
Page Two

Respectfully submitted,

/s/Charles L. Kerr

Charles L. Kerr

cc: Marc Abrams, Esq. (by electronic delivery)  
Mary Eaton, Esq. (by electronic delivery)  
James L. Garrity, Esq. (by electronic delivery)  
Glenn E. Siegel, Esq. (by electronic delivery)  
Mark. D. Kotwick, Esq. (by electronic delivery)  
John C. Weitnauer, Esq. (by electronic delivery)  
Dale. C. Christensen, Jr., Esq. (by electronic delivery)  
Kenneth H. Eckstein, Esq. (by electronic delivery)  
Howard F. Sidman, Esq. (by electronic delivery)  
Peter S. Goodman, Esq. (by electronic delivery)  
J. Christopher Shore, Esq. (by electronic delivery)  
Gerard Uzzi, Esq. (by electronic delivery)